

**TENNESSEE GENERAL ASSEMBLY  
FISCAL REVIEW COMMITTEE**



**FISCAL NOTE**

**SB 615 - HB 871**

February 14, 2013

**SUMMARY OF BILL:** Authorizes a bank to include in its charter or bylaws a prohibition on disclosure of the name, address, or number of shares of its shareholders, unless required by the Tennessee Financial Records Privacy Act. Authorizes a bank to include in its charter or bylaws a requirement that no person shall solicit a proxy or written consent from any shareholder, unless certain information identified in the bylaws is first provided to the bank and its shareholders. Authorizes shareholders, if the bank's charter or bylaws expressly authorize shareholder actions by written consent, to be informed in writing of the number of shares counted: towards a quorum for a shareholders meeting; regarding any nomination or proposal voted upon at a shareholders meeting; or regarding an action taken by written consent.

**ESTIMATED FISCAL IMPACT:**

**NOT SIGNIFICANT**

Assumptions:

- Pursuant to Tenn. Code Ann. & 45-1-124(d), Tennessee state banks are subject to the Business Corporations Act, except to the extent that the Act is inconsistent or contrary to specific provisions in the Tennessee Banking Act.
- The Business Corporations Act authorizes any shareholder to inspect and copy certain corporate records, including the record of shareholders of a corporation. The record of shareholders may include the name and address of a shareholder, and the number of shares held by a shareholder.
- The provisions of this bill would authorize a bank to prohibit disclosure of such shareholder information, unless required by the Tennessee Financial Records Privacy Act.
- According to the Department of Financial Institutions, this bill will not result in a significant fiscal impact to the Department and can be accommodated within existing resources.

**SB 615 - HB 871**

**CERTIFICATION:**

The information contained herein is true and correct to the best of my knowledge.

A handwritten signature in black ink, appearing to read "Lucian D. Geise". The signature is fluid and cursive, with the first name "Lucian" written in a larger, more prominent script than the last name "Geise".

Lucian D. Geise, Executive Director

/bos